

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TENNESSEE
AT CHATTANOOGA**

X-FACTOR MEDIA, INC., a Tennessee corporation,)	
)	
Plaintiff,)	NO. 1:05-CV-324
)	
v.)	Judge Collier/Carter
)	
RANDY GRACY, TAMMY GRACY)	
HEATHER HOLDERFIELD and R & R)	
MEDIA PUBLISHING, INC., a Virginia corporation,)	
)	
Defendants.)	

AGREED ORDER OF DISMISSAL WITH PREJUDICE

The parties have announced to the Court that they have resolved their disputes in this action in accordance with a separate written settlement agreement and that they desire that this action be dismissed with prejudice in accordance therewith. Accordingly, subject to the parties' separate written settlement agreement, which is incorporated herein by reference, it is hereby

ORDERED, that all of the parties' claims and counterclaims against the other, whether asserted or not, are dismissed with prejudice. It is further

ORDERED, that each party shall bear its own costs and attorney's fees in connection with this action.

ENTER.

/s/ Curtis L. Collier

UNITED STATES DISTRICT COURT JUDGE

APPROVED:

GRANT, KONVALINKA & HARRISON, P.C.

s/Mathew D. Brownfield

Mathew D. Brownfield, Tenn. Bar No. 10921

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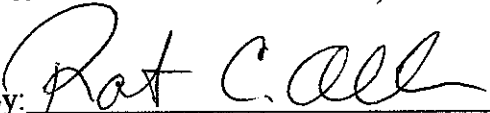
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Attorneys for Defendants,

Heather Holderfield, Randy Gracy,

and Tammy Gracy

R & R MEDIA PUBLISHING, INC.

By: 

Title: President

Date: 2-15-06

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